

Barnett-Jackson

in association with

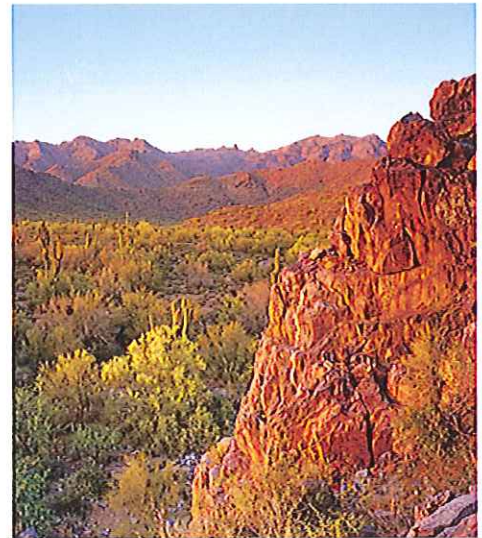
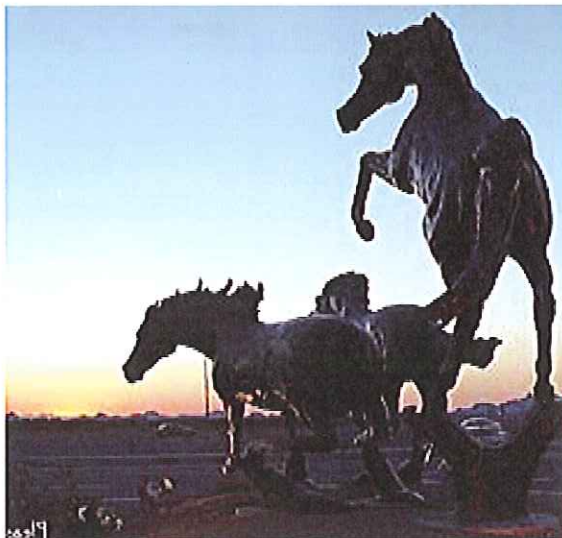


Hill International

City of Scottsdale

**Proposal for
Multi-Purpose Building at Westworld
at 94th Street South of Bell Road**

April 5, 2011





THE WORLD'S GREATEST COLLECTOR CAR AUCTIONS™

April 5, 2011

Mr. Mark Hunsberger
Revitalization Specialist
City of Scottsdale
Economic Vitality Department
4021 N. 75th Street, Suite 102
Scottsdale, AZ 85251

Subject: Proposal for Multi-Purpose Building at Westworld

Dear Mark and Members of the Selection Committee:

We respectfully submit this proposal as an expression of interest as a stakeholder of the new Multipurpose Facility at WestWorld. As a significant tenant of the proposed structure and as a global lifestyle brand and industry leader, Barrett-Jackson has certain parameters which are communicated herein.

We have evaluated various delivery approaches and we believe the design-bid-build (DBB) project delivery method is the model most advantageous in the current economic environment. For this reason, we have established a design team we are confident will capture both the vision of Barrett-Jackson and the City of Scottsdale, and a strong construction project manager who will assure an on-budget on-time delivery.

The general area where the Multipurpose Facility is being considered for could be an integral cornerstone for master planning and developing of the Bell "corridor" area. This team is bullish that a master plan of the larger area of the Bell "corridor" would be ideally suited for attracting synergetic businesses and activities that would bode well for the City of Scottsdale and its constituents. It could become a feeder for both tourism but also for a revitalized vibrancy of the city. It could become an attraction to draw new business including additional incremental tourism, new businesses in general, and new convention and event business.

It is our intention to work with the City and other stakeholders and interested parties to facilitate a viable and successful project.

Respectfully,

BARRETT-JACKSON AUTO AUCTION, LLC

Patrick van den Bossche
Chief Operating Officer

Proposal Submission

The Team

Prime Proposer



This proposal is provided by Barrett-Jackson Collector Car Auction, LLC (BJCA), headquartered locally in Scottsdale, Arizona. The BJCA annual Scottsdale Collector Car Auction Lifestyle Event provides significant economic benefit to Scottsdale and the greater Phoenix Metro area.

According to a 2006 Economic Impact study conducted by O'Neil Associates for the City of Scottsdale, the Classic Car Auction provides an annual \$100 million non-vehicle impact specifically to the City of Scottsdale. BJCA is a large contributor to *Which Way Scottsdale*, a research-driven look at Scottsdale's past, present, and future, conducted by the Morrison Institute for Public Policy, as well as a supporter of numerous local philanthropic and community endeavors.

Construction Project Management Oversight (PMO)



Hill International

We have selected Hill International, Inc. (NYSE: HIL) to oversee the design and construction of this project. A key reason we chose Hill to manage this project is their exclusive focus on construction project management services. This prevents potential conflicts that can arise with designers or construction contractors who also offer project

management services, so that Hill can work exclusively on behalf of the owner. Since there is no incentive to profit from design or construction, Hill focuses on controlling project time, cost, and quality, which influences all of the services provided and sets them apart from other PMO firms. We are confident that by hiring Hill as our PMO, we will experience overall savings, as well as enjoy a professionally managed project.

Hill is one of the leaders in the PMO field, having managed the construction of the tallest skyscrapers in Philadelphia, Madrid, Warsaw, and Abu Dhabi; history-making projects including the Panama Canal and the Grand Egyptian Museum; and "green" certified projects ranging from Comcast Headquarters (LEED Gold) to Shangri La Botanical Gardens and Nature Center (LEED Platinum). Hill provides over 3,000 construction and design professionals in 100 offices worldwide. Hill employs professional engineers, architects, cost estimators, and project and construction managers who work totally independent from the design and construction team, exclusively on behalf of the owner/project stakeholders.

Hill's project management oversight services support project success by independently anticipating problems, identifying setbacks, and recommending solutions in every project phase. This is the essence of PMO: to give clients objective information, allowing them to make prudent decisions about key issues before major problems occur. The team provides timely and objective reporting, from evaluating the performance of the construction manager, designer, and contractors; to monitoring schedules, analyzing costs; and identifying and managing project risk.

Hill provides state-of-the-art project controls systems as a part of our project and construction management services. These systems incorporate schedules, budgets, and contract administration, meeting the needs of today's clients for successful control and timely, accurate information on cash flow needs, costs, schedules, changes progress (status), claims, material, equipment, and labor.

Hill, founded 35 years ago as a construction claims firm, quickly expanded into project management to provide the expertise and tools to avoid claims from occurring in the first place. Now the largest construction claims firm in the world, Hill has evolved into the largest pure project management firm in the nation. And as a leader in managing construction projects and mitigating risks for some of the world's largest clients, Hill recognized its opportunity to positively affect our global environment, and became an early adopter of the US Green Building Council's LEED Green Building Rating System, which the City has specified for this project.

Hill provides comprehensive cost estimates locally in Phoenix, which is a Hill national center of excellence servicing the US and overseas. Hill has a reputation for accuracy on projects ranging from the thousands to the billions of dollars. The cost estimate will include escalation schedules and a LEED scorecard, provide a basis for obtaining funding, assure complete and accurate design documents for the bidding process, reduce errors in the preparation of RFQs and contract documents, provide analysis of cost trends, validate or dispute change order costs during construction, and reconcile all final account activities. Hill has successfully prepared cost estimates on hundreds of projects in support of planning, design, construction, as well as support in the resolution of claims.

Design and Land Use



SWABACK PARTNERS PLLC
Architecture • Planning • Interior Design

Swaback Partners, PLLC is a team of dedicated individuals well recognized in Scottsdale since 1978. Inspired by an uncommon association with Frank Lloyd Wright and over 25 years of study and preparation, Swaback partners was founded as an organization of sufficient depth to undertake very special projects. The result is an enviable group of clients including some of the most interesting organizations in the world. The experience of the firm has included a significant number of resorts, resort residential developments, hotels, restaurants, private clubs and spas. The firm also has a strong presence in sustainable building practices and LEED Green Building Certification. Experience with convention spaces and unique architecture include:

- Desert Discovery Center Preliminary Design | Scottsdale, Arizona
- Cactus Park Aquatic & Fitness Center | Scottsdale, Arizona
- Hyatt Gainey Ranch | Scottsdale, Arizona
- Chaparral Municipal Complex | Scottsdale, Arizona
- Hangar One | Scottsdale, Arizona
- Harvard Investments (formerly Linthicum) Headquarters | Scottsdale, Arizona
- Hyatt Sedona | Sedona, Arizona
- Univision Television Studios | Phoenix, Arizona

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- Arizona Biltmore Hotel & Convention Space | Phoenix, Arizona
 - Talking Rock Community & Fitness Center | Prescott, Arizona
 - Gaylord Hotel & Convention Center Planning | Mesa, Arizona
 - Balam Resort Hotel & Conference Center Planning | Corozal District, Belize
 - Las Palomas Resort and Convention Center | Puerto Peñasco, Mexico
 - Martis Camp Community Recreation Center | Truckee, California
 - Montgomery Plaza | Fort Worth, Texas

John Berry / Berry & Damore - Barry will represent the project for any required zoning and/or real estate legal aspects not otherwise addressed by Swaback or its subconsultants.

Other Consultants

High Point Capital Group LLC (HPCG)- Additional financial expertise will be provided by HPCG, a Scottsdale based firm, led by David Harbour. HPCG believes the hallmark of a successful investment company is the ability to mitigate risk and perform well during all phases of the economic cycle, and not by achieving high returns by accepting inordinate risk. The Company adheres to an investment philosophy where preservation of capital through a disciplined approach to due diligence, underwriting, transaction structuring and asset management ranks above its goal of achieving high returns. HPCG's investment decisions are predicated on the critical underwriting of current and near term market conditions, not macro-economic forecasts or predictions of market trends, which rely on many factors outside its control. HPCG determines a specific exit strategy for each transaction prior to committing capital and then underwriting the transaction based upon this exit strategy. The Company's strategy is to provide alternative investing in focused markets, with the belief that each investment must be underwritten on its own, not as a part of an overall group of investments.

Submission Requirements

1. Description and Proposed Specifications of the Project

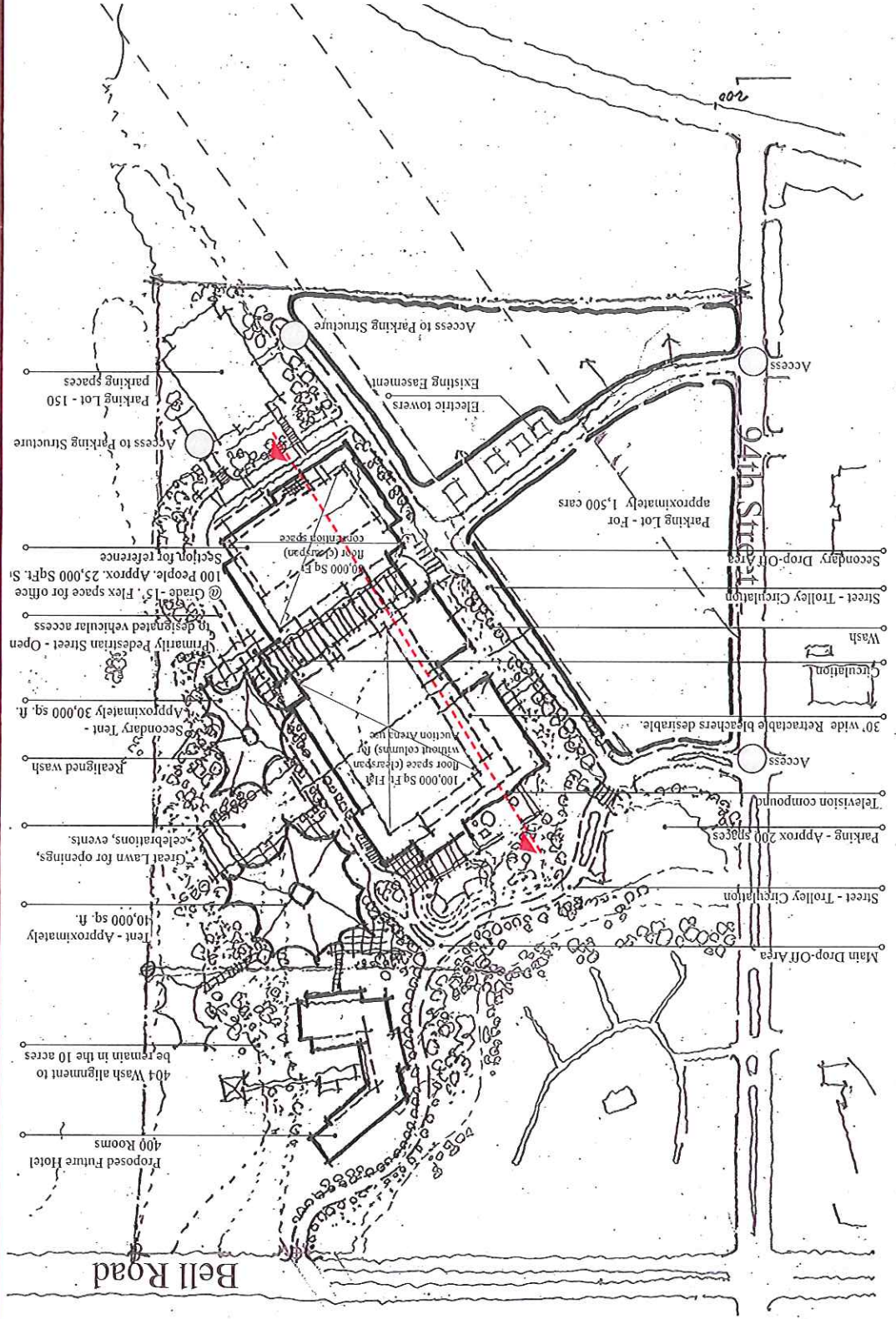
The proposed project calls for the development a multi-use complex on the existing City property. The facility will be carefully planned and executed to compliment the adjacent Westworld property as well as the surrounding character within the vicinity of the project. Special attention will be paid to the overall planning and design in order to blend the physical character of the facility with the existing fabric and character of the surroundings. Anticipated elements of the proposed project include the following:

- Approximately 200,000 SF of multi-use large plate convention space plus pre-function and post function areas.
- Convention space will likely be organized with two main areas approximately 100,000 SF each.
- Support facilities including a significant service/kitchen areas to accommodate a diverse range of special events, functions, and venues.
- Outdoor convention support space to accommodate and compliment functions/events (tent shade structures, patios, gardens, and a grand lawn terrace).
- Approximately 35,000 SF of office space specifically for the Barrett Jackson Corporation, as well as special administrative areas relative to the execution and management of on-site events.
- A television compound capable to provide professional broadcast support and tie-in to events such as the Barrett Jackson Car Auction
- Approximately 2,000 parking spaces to accommodate the proposed program and necessary support with WestWorld.
- Vehicular circulation system that provides safe and functional access/egress throughout the property as well as linkage to the WestWorld parcel directly south.
- The project program has been organized to allow for future "expansion" and or integration to the north with the potential future development of the 10-acre State land parcel.
- The program could also include a trolley station based on the anticipation that a localized rubberized streetcar could be incorporated into this project and other tourist related projects in this vicinity. Such a circulator could be beneficial to this and other venues throughout the area.

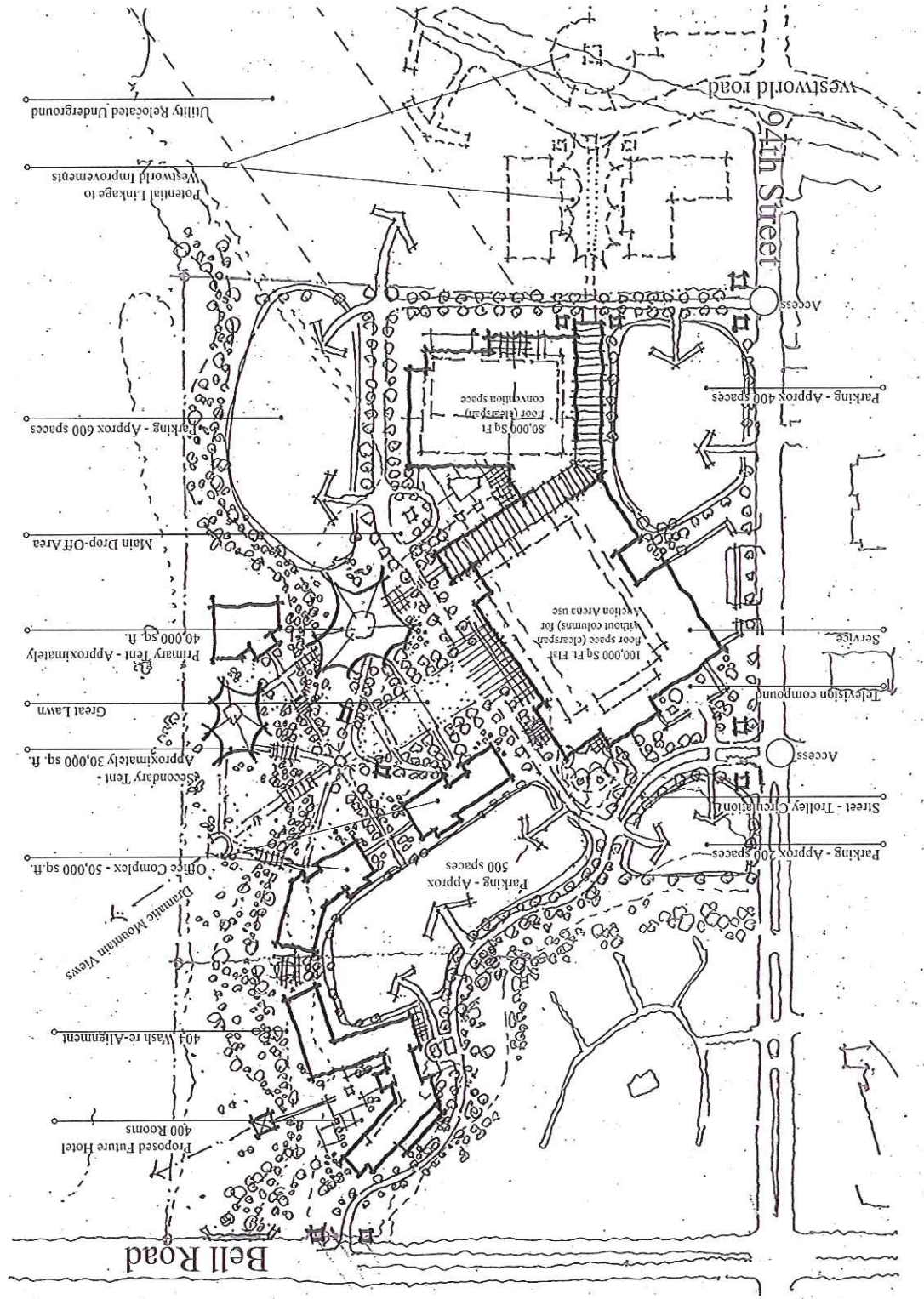
The above program described has been illustrated in the attached Preliminary Conceptual Planning Sketch. Based on this preliminary design study, the proposed site development characteristics are described as follows:

- Floor Area Ratio (FAR): .20
- Maximum Building Height: 36' *(Note: the hotel prototype on the 10 acre State Land parcel is based on a four story model/ 48' ht.)*
- Open Space: 30%

Working Preliminary Plan Sketch - Option 1

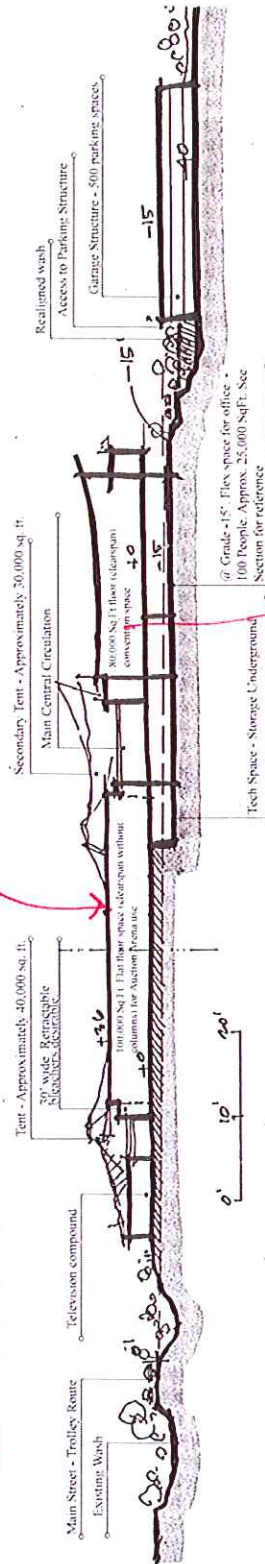


Working Preliminary Plan Sketch - Option 2



OVERARCH PHILOSOPHY
 Focus on very economical building
 construction techniques that can be
 thoughtfully integrated with the
 desert landscape - including dramatic
 earth berms, landscape terraces and
 numerous security site features at
 the human scale.

ROOF STRUCTURE:
 Fluid steel bents or open steel
 space frame construction.



Working Preliminary Section
 Swaback Partners
 Scale 1" = 100'-0" 2/24/11

WALLS:
 Specialty treated/united
 tint up concrete panels.
 - Integrated colored concrete
 - Featured security metal
 panels inter-spaced with
 with minimal heights of
 block wall system

* BUILDING INFORMATION
 FOR JIM'S COST ESTIMATE
 APRIL 01 - 2011

Alternative Option #2

As an alternative to the base development strategy, the team has also considered a strategy that locates the multi-purpose facility closer to the south west portion of the property (see sketch alternative/ Option #2 on page 6). This scenario provides a significant opportunity to better link the existing and planned Westworld improvements with the proposed new multi-use facility. As the sketch illustrates, a thoughtful “link” could be created that provides a very efficient and effective connection to the existing facilities. Such a sequence could be designed in such a manner to provide a comfortable pedestrian esplanade for patrons to easily move back and forth from each building complex. In addition, by situating the facility in this location, additional building and program elements (along with convenient pods of parking) can be organized along the major view corridor to enhance the core open space terrace and provide a wonderful and dynamic central park for the entire development. This option identifies approximately 50,000 SF of additional office space (in two building footprints) incorporated into the overall design.

One of the consequences of this alternative would be the necessary relocation of the existing utility corridor below grade. Numerous factors would need to be carefully analyzed in order to understand both the feasibility and the cost benefits of such a consequence.

Zoning Considerations:

The development team has carefully reviewed the range of zoning and entitlement related documents provided on the City’s website including:

- The City of Scottsdale’s General Plan (Including the Greater Airpark character Area Plan)
- The City of Scottsdale’s Zoning Ordinance (Including the Environmentally Sensitive Lands designation)
- The City of Scottsdale’s Development Standards

Because of the preliminary nature of the conceptual plan, the development team is not in a position at this time to request a change in current zoning classifications. We strongly believe the intent of the project falls within the policies set forth in the General Plan as well as the intended allowed uses(s) identified in the zoning classifications for each parcel. Our team will look to coordinate with City staff and leaders on the most prudent and effective method/ process for securing all necessary entitlements, as well as future building permits. Our goal will be to maintain a flexible position in order to best balance the issues associated with the financial development and City and community aspirations.

While detailed engineering has not been performed to date, significant study and coordination will be necessary to analyze the most efficient and effective method of addressing the flood plain and drainage through and across the site. The existing main wash corridors will most likely need to be diverted in order to allow of the development of a footprint in the magnitude of 200,000 SF, as well as the necessary earthwork to establish finish floor elevations that must be established above the floodplain. Certain site features and conditions will be designed to accommodate periodic flood

events (i.e. parking lots, etc.). The development team will look to coordinate with local, state and federal agencies on the most appropriate methods to address drainage flows across the site and floodplain mitigation techniques. *If Alternative Option #2 is deemed to be preferred, additional detailed analysis would be necessary to better understand the cost and feasibility of relocating (burying) the utility lines.*

Circulation: A simple and functional roadway system had been devised that allows for safe access and egress through out the property. The major access is anticipated from two points on 94th Street, as well significant vehicular connectivity to and from the Westworld property. In addition, the plan has been organized to allow future linkage with the State parcel lands when that property is developed. The roadway system is also envisioned as a multi-modal circulation system that will accommodate a rubberized streetcar or trolley that can transport visitors and guests through out these grounds, as well as providing service to a range of locations in and around the area.

Significant investment in sidewalks and trails will be made in order to allow pedestrians to move about the property. Part of this investment will include an abundance of street trees that will provide shade as well as help to buffer parking lots. The development team looks forward to working closely with City staff on creative means of sustainable site design initiatives that will promote environmental stewardship including:

1. Bio-swales in medians and along the roadways to capture rain water and assist in local re-charge City of Scottsdale
2. Significant tree planting of native species with low-emitter watering/ irrigation systems
3. Alternative paving materials that will allow for pervious transmission of rain waters to re-charge
4. Creative parking lot design and installations that can aide in reducing the urban heat island effect

Parking Lots: A significant part of the property will need to be utilized for surface parking. Additionally, due to the popularity of its annual Scottsdale January event, BJAC will require the use of additional land for parking for crowds around 250,000. This would include City controlled land and land owned by the State of Arizona Land Department. Because of the floodplain, parcel elevations, slopes and drainage patterns, a "desert pavement" scenario of finished parking lots may not be the most appropriate solution. We will work closely with the City to look at new technologies for pervious asphalt and concrete systems that allow for higher rates of water absorption. These techniques, along with bio-swales and significant tree planting can result in a condition that is more attractive, more environmentally friendly and less maintenance intensive.

Open Space: While a significant portion of the property will be utilized for building footprint and parking lot, those areas that remain as open space will be treated with the great care. Wash corridors will not simply be realigned- but also carefully designed into the overall organization of the site plan. The mountain side gardens will be gracefully bisected with the re-aligned wash so that a unique pedestrian environment can engage the beautiful quality and character of the wash corridor. Pathways

and pedestrian bridges will provide connection to and from the terraces and patios in a woven fabric that bi-sects the wash. All within a graceful character that, to the naked eye, appears to be a totally natural setting; rather than one that looks overly engineered and man made. The open space public areas will be highlighted with the shade structures, fountains, trellises, gazebos and fire pits. Outdoor dining opportunities will provide a wonderful setting for daytime events as well as a dramatic dark sky setting for evening affairs.

LEED Green Building Certification

As stated in the City's RFP, the development team understands the important commitment to sustainable design and we too are committed to having this project aspire to a Gold LEED certification. A preliminary review of the conceptual design strategy relative to LEED standards gives us great confidence that the proposed program can be developed in a very thoughtful environmentally sound manner that not only meets the desired LEED level, but also makes a strong statement as to the City's and the development team's commitment to sustainable design practices.

Hill has successfully managed some of the world's most iconic LEED projects, with certification levels ranging from Certified to Platinum, with projects both nationwide and overseas. Hill believes that building green does not need to cost more with the following conditions: ***An experienced design and construction team and Implementation early in the design stage.*** When reduced operating costs are factored in, green buildings actually provide a much greater return on investment.

Hill addresses the other two top challenges to achieving budget and schedule goals in projects seeking certification: Flawed project cost estimating, and errors and omissions of LEED requirements in design documents.

Cost Estimating Incorporating LEED Tools. Hill has successfully prepared a wide range of cost estimates for green certified projects ranging from Comcast Headquarters (LEED Gold) to Shangri La Botanical Gardens and Nature Center (LEED Platinum). Hill maintains LEED green building data in its cost database, providing a "scorecard" which allows and encourages stakeholders to quickly surmise a project's certification potential by identifying the "low hanging fruit" at the concept level. The "living" cost estimate document can then be used as a real time analytical tool in a Charrette setting to address the costs associated with systems and applications being considered for reaching various levels of LEED. Hill's comprehensive cost estimate and scheduling evaluation tool allows the Owner to consider various real time budgeting scenarios when considering "yes" "nos" and "maybes" on the LEED scorecard.

The cost estimate continues to track achievement, provides solid project estimating, and ***assures that LEED requirements are incorporated throughout plans and specifications.*** It provides a solid foundation for constructability reviews, continuous LEED point analysis, evaluation and value engineering through the life of the project with integrated and automatically updated cost and scheduling implications, and progress tracking on maintaining or achievement of various LEED levels at all stages of design. The Hill cost team participates from conception, through design Charrette(s) with

the owner and stakeholders, throughout construction, to substantial completion, final commissioning, and post occupancy certification audit(s).

Both Hill and Swaback have vast experience with LEED green building certification. Our design team, lead by Swaback Partners, looks forward to working closely with the entire team, as well as City staff on crafting a design that can meet your goals for LEED certification. Swaback Partners has been known through out the southwestern United States for creating one-of-a-kind building designs that are sensitive to the environmental context as well as green building technologies. Vernon D. Swaback's most recent publication for the Urban Land Institute, "Creating Value- Smart Development and Green Design" has been highly acclaimed for its practical techniques for promoting more contextual and environmentally friendly building projects. Both Hill and Swaback Partners are a members of the USGBC (United States Green Building Council), have many LEED accredited design professionals on staff, and have designed and managed numerous buildings that have been LEED certified.

2. Benefits to the City of Scottsdale

Economic Benefit to the City

According to the economic impact study conducted by O'Neil Associates for the City of Scottsdale, the 2006 Barrett-Jackson Classic Car Auction in Scottsdale estimated that the event generated a total of \$96,263,449 through combined non-vehicle spending both on and off-site by attendees. It was further estimated that \$42,185, 219 was spent on non-vehicle items at the Auction. Outside the Auction, visitors spent an estimated \$40,654,809 on non-lodging expenditures (shopping, dining and entertainment). The Auction generated an estimated \$13,423,421 on lodging in Scottsdale.

3. Project Description

Design-Bid-Build

BJCA will use the design-bid-build (DBB) project delivery method in order to take advantage of the highly competitive market representing today's economic climate. The DBB approach requires strong project management from the initial stages prior to contractor selection, including comprehensive cost estimating capabilities. We have teamed with Hill International Inc. (Hill), for their exclusive focus on independent construction project management, with a well respected and local cost estimating division.

Hill will act on behalf of the Stakeholders completely independent from the design/construction team. For over 35 years, Hill has remained independent from construction and/or design work, and therefore provides no conflict of interest or hidden agenda. As the largest independent Project Management firm in the nation, Hill will provide management oversight including a conceptual cost estimate, design constructability reviews, contractor selection, oversight of the selected design team and contractors, cost and schedule controls, occupancy and close out.

Other reasons for using the design-bid-build (DBB) method include some of the following:

- Owner completes the plans and specification using Architectural and Engineering (A/E) services in a more direct fashion taking advantage of the design phase to consider all alternatives and creative concepts.
- Owner maintains control of sequence of events in all phases between design, procurement, and construction while retaining full responsibility of cost management by: Built-in cost containment by use of a cost consultant to develop the budget; Collaboration with the A/E on value engineering, approach to green, and design review; and Collaboration with contractors on cost controls.
- The final budget is based on completed design with plans and specifications in place.
- Downturn of economy makes DBB more advantageous and has been yielding 15 to 25% in lower construction costs.
- Owner receives benefit of lower costs, rather than Construction Manager at Risk (CMAR).
- The construction teams works on pre-determined terms and conditions and schedule of construction.
- Contractor selection is simple: There are no risks of multiple GMPs or delayed design, hence these risks of increasing costs are eliminated. Change orders are managed during construction.
- Clarity in the responsibility for safety and quality standards.

Cost Control

Hill employs over 100 professional quantity surveyors and cost estimators proficient in preparing estimates for all project phases from conceptual design through final, as well as contract documents, analysis of cost trends, estimating change order costs during construction and all final account activities. Hill has successfully prepared cost estimates on projects ranging from the thousands to the billions in support of planning, design, construction, as well as support in the resolution of claims.

As a national center of excellence, Hill's Phoenix team is internationally recognized for putting numbers to concepts from the initial stages of project development, and can add visually pleasing graphics for public outreach and project interviews. The cost estimate facilitates clear communication amongst stakeholders, reduces oversights and errors, and provides a planning tool for every aspect of the project. The living document is further refined at each stage of design, or as requested by the owner, to assure budget and schedule compliance.

PMO and Public Private Partnership

In the context of the growing performance of public projects with private sources of financing, Hill's firmly established Management and Technical capabilities and complete independence from construction and/or design groups, offers an important service of project management oversight and monitoring of the project both to concession groups and investors in projects for public infrastructures and facilities, as well as to financial institutions and public administrations, ensuring the application of the most advanced practices in technical and financial management.

Level Of Quality

Swaback Partners was selected as the project architect because of their long history of creating special projects in Arizona and throughout the country. Swaback Partner's multidisciplinary staff of architects, planners and landscape architects will carefully orchestrate a design solution that meets the program while raising the bar with respect to design authenticity, character, and quality. Many of the firm's projects have been honored over the years with design awards and recognitions that celebrate the heritage of the southwest. While no two buildings have been the same, one common theme through out has been the careful attention to appropriate materials and the careful balance of color, proportion, massing, rhythm and scale. Taken together, this thoughtful attention to architecture and planning has lead to such successful projects as:

- Univision Television and Corporate Headquarters (selected as one of the 18 best buildings in Arizona's history)
- Hangar One Multi-Use Aviation Facility: Scottsdale, Arizona
- The Studio Office Complex (the firm's headquarters): Scottsdale, Arizona
- The Chaparral Municipal Complex and Park: Scottsdale, Arizona
- DC Ranch, Scottsdale, Arizona
- The Arizona Biltmore (major renovation and expansion), Phoenix Arizona
- The Linthicum Office Complex: Scottsdale, Arizona
- Desert Discover Center (preliminary design): Scottsdale, Arizona

We understand the important nature of the planned project. We understand the special context of its location and the wide range of sensitive issues and opportunities that will present themselves. We look forward to working closely with the City and the citizenry on creating a project that helps to enhance the overall quality of life for the community and visitors.

This commitment to quality will commence from the initial overall planning of the parcel to the detailed execution of all final building features and elements. Our dedication to commitment will extend to our entire team including development, finance, construction and management related team members. We look forward to a very productive and collaborative process with the City that will result in a project that everyone can be proud of.

Conceptual Drawings of The Project Plan

The preliminary design exhibit provides an initial strategy for the development of the land based on the proposed program. As has been stated, the development team will work closely with City staff and leaders to refine the direction in a manner that best balances the rigorous requirements of a program that emphasizes multiple special events over a yearly schedule as well as the day-to-day operation and integration of the facility into the fabric of the Bell Road corridor and adjacent properties.

Building Configuration and Location: The main building component has been carefully oriented to capture views and incorporate “public” space on the northeast side of the facility. The southwest face of the building will be designed to buffer the users from the adjacent power line corridor and carefully address solar heat gain issues with sensible facade treatment. This orientation will also compliment the solar exposure to the facility which will be limited to public use on the southeast side where guest will congregate with a careful orchestration of indoor-outdoor spaces that provide dramatic views of the adjacent McDowell Mountains. This southeast building orientation will allow for dramatic design opportunities and features that allow of significant building openings during pleasant weather.

Service functions and access will be oriented along the power line corridor and will be carefully oriented and screened to limit views.

While not apparent from the plan illustration, the building footprint will also be carefully designed to accommodate the critical finish floor elevation relative to the floodplain and the natural slope of the land. The design and engineering technical components will be crafted with a careful attention to the slope of the landform. The long length of the footprint shown, also represents an approximate fifteen foot existing grade change from north to south. This elevation change will be utilized to “stack” some building components on a lower level of the south side of the building footprint. Because of the grade change, these lower level uses will actually be exposed on the south end of the building for both ventilation and natural light. Such a technique will allow the development to minimize the necessary overall footprint and will also not require additional upper levels for the building which could have impacts on existing views within the surrounding context. The conceptual section/ elevation provides a visual reference to the overall grading strategy for the building mass.

In addition to the building mass itself, the southeast “mountain side” of the facility will be complimented by a series of major shade structures that will provide additional relief from the weather as well as acting as a frame for the dramatic mountain views. The mountain side patios, terraces and lawns will be complemented by fountains and trellises that will provide a wonderful setting for outdoor events and functions.

Working with Adjacent Residential Neighborhoods: We understand the sensitive nature of a project of this magnitude and the necessity to create a process that provides a broad spectrum of community members the opportunity to share their input with the development team. Swaback Partners has lead numerous community oriented planning and design initiatives including the highly successful *Scottsdale Visioning*. The firm is well known for its organization and orchestration of public participation plans. For a successful end project, it will be critical to work closely with the citizenry in order to validate the planning, design and development process.

4. Economic and Design Assumptions

Economic Benefit to the City

According to the economic impact study conducted by O’Neil Associates for the City of Scottsdale, the 2006 Barrett-Jackson Classic Car Auction in Scottsdale estimated that the event generated a total of

\$96,263,449 through combined non-vehicle spending both on and off-site by attendees. It was further estimated that \$42,185, 219 was spent on non-vehicle items at the Auction. Outside the Auction, visitors spent an estimated \$40,654,809 on non-lodging expenditures (shopping, dining and entertainment). The Auction generated an estimated \$13,423,421 on lodging in Scottsdale.

Range of Construction Costs for the Project Based on Previous Experience of the Proposer

Project pricing will reflect collaboration between BJCA, Swaback Partners, and Hill's internationally recognized Phoenix-based Cost Estimating Department. Hill is proficient in preparing estimates for all project phases from conceptual design through final with a reputation for accuracy. Hill currently holds contracts with both the City of Phoenix and Maricopa County specifically for cost estimating services. In addition, Hill successfully provided extended cost estimating services for the nearby Salt River Pima-Maricopa Indian Community on the new Spring Training facility, with less than 1% differential between initial Conceptional estimate and completed design. The cost estimate provides a basis for assuring complete and accurate design documents for the bidding process, reduction of errors, preparation of RFQs and contract documents, analysis of cost trends, estimating change order costs during construction and all final account activities. Hill has successfully prepared cost estimates on projects ranging from the thousands to the billions in support of planning, design, construction, as well as support in the resolution of claims.

Hill itemizes labor, productivity rates and material costs using our extensive project experience and historical database, in addition to RS Means and Richardson estimating guides, Trade Services (MEP), U.S. Cost Success, and the US Army Corps of Engineers' Micro Computer-Aided Cost Engineering System databases. Hill provides cost according to the Work Breakdown Structure (WBS) that would be integrated with coding of funding source, and the project schedule tasks. Our Hill database types include project, models, assemblies, unit prices, crews, labor rates, and equipment rates.

Hill's Estimating and Cost Management Services include:

- Master Budget Planning
- Conceptual Budget Estimates,
- Estimates at 60%, 95%, and 100% CDs
- Project Work Schedules
- Constructability Reviews
- Value Engineering
- Change Orders Administration
- Long-lead Items Identification and Document
- Information Control Systems

5. Experience and Qualifications of the proposer including market knowledge, design capabilities, and other relevant experience and knowledge.

Proposers history and experience in the community

Barrett-Jackson Collector Car Auction

Barrett-Jackson is based in Scottsdale, and has held its flagship Collector Car Auction event locally for 40 years. BJCA was a significant contributor of the Morrison Institute for Public Policy's *Which Way Scottsdale*, a research-driven look at Scottsdale's past, present and future. The purpose was to play a role in the assurance that Barrett-Jackson's home town will continue to prosper long into the future by proactively addressing the need to change with the current times and plan an appropriate strategy for long term growth. According to the study, the fact that Scottsdale is running out of land can be turned into a positive, "by focusing on exploiting the high-quality urban environments they have created in the first wave of suburban growth to stimulate a second wave of high-quality growth." BJCA feels the contribution of this new multi-purpose facility we propose will significantly contribute to the activity corridor potential of Bell road near WestWorld, and to the overall vision of the City.

BJCA is also familiar with the Tourism Development and Marketing Strategic Plan prepared in 2006 by the City of Scottsdale and the Scottsdale Convention & Visitors Bureau. The team will work to achieve the goals highlighted in the plan:

- Effectively differentiate the Scottsdale destination by directing the next stage of its "tourism lifecycle" in ways that reinforce and rejuvenate existing qualities and characteristics that are "uniquely Scottsdale." A unifying theme of "Design" should be used to integrate these diverse assets.
- Build repeat visitation through maximizing awareness, availability and access to the diversity of experiences that attract target audiences, whether older Boomers or younger Gen-Xers. Link and integrate these experiences in ways that allow the guest to conveniently plan and access their preferred experiences.
- Drive new visitation by creating products that reinforce unique Scottsdale traits, and are creative and bold enough to stimulate the fundamental decision to travel to and stay in Scottsdale. Use new product development to maintain the role of Scottsdale's critical destination drivers – its resorts, golf, natural environment and major events.

BJCA has an extremely positive working relationship with the City of Scottsdale including the Mayor, City Council, the City Manager, and Brian Dyget, the General Manager at WestWorld. It is our intention to continue coordination of existing and future equestrian events.

BJCA also has a strong relationship with the hoteliers and the Scottsdale Convention & Visitors Bureau. Since the City has not had a venue of this size and type, there has naturally been a lack of inquiries, and therefore it is difficult to track opportunities lost over the years. However, based on initial research

conducted by the convention sales team, along with experience in working with the Phoenix Regional Sports Commission, we have determined that there is a wide array of potential events that could utilize a new venue of 200,000 SF or more. Potential events will depend on the facility's final size, layout and logistics, but below are some of the initial ideas.

- Retaining the annual Barrett-Jackson Auto Auction
- Goodguys Rod and Custom Association
- Fiesta Bowl/ BCS team pep rallies
- P.F. Chang's Rock 'n' Roll Marathon Race Expo exposition and registration event
- Cirque du Soleil type events
- Black Adventist Youth Directors Association
- Local tradeshow, boats, home shows, golf, etc.
- USA Wrestling and the US Congress of Bowling
- Gymnastics, tennis, lacrosse, field hockey, wrestling, and other youth and amateur sports events

Hill International

Hill's Phoenix office was established in 1999 to provide consulting services as both a prime and subconsultant with local clients including among many others the City of Phoenix, Maricopa County, Valley Metro, Salt River Pima-Maricopa Indian Community, Banner Healthcare, Tucson International Airport; John C. Lincoln; and Tucson Medical Center. Hill's Phoenix office has on staff more than 30 professionals available to assist in any way with the WestWorld project. Hill's local team understands how important this project is to the community and many of its staff members are residents of the City of Scottsdale and, as taxpayers, have a vested interest in the project's success. Hill's Phoenix office staff includes individuals with leadership positions in the local USGBC, CASHE, CMAA, and other non-profits. In addition, several volunteer on local building commissions and have participated in the development of green building guidelines, as well as the annual Scottsdale Green Expo.

Swaback Partners, PLLC

Vernon Swaback, Managing Partner, opened Swaback Partners in 1978 in Scottsdale, after moving to Arizona in 1957 to become an apprentice to Frank Lloyd Wright. He remained with the Wright Organization for 22 years where he served as Director of Planning and was responsible for many of the organization's major architectural projects Scottsdale is famous for. Swaback and his team have remained involved in the strategic planning of the community ever since.

Project Management Reference Projects

As Project Manager overseeing design and construction, Hill provides the most current and advanced tools and technologies to assure a professionally managed project. Hill understands the unique aspects involved in entertainment, public assembly and mixed-use developments, and has managed projects

of all types and sizes, from major league stadiums to smaller indoor arenas and recreational facilities, to convention centers and hotels, and multibillion infrastructure projects including transportation and utilities. The common aspects all project types share is the need for specialized design, inflexible schedules, and critical cost and budget controls. Hill knows how to manage projects to a successful conclusion for all stakeholders.

"I am a long time advocate of outsourcing project management oversight (PMO), thanks in part to a very successful experience with Hill International. In my position as Sacramento Regional Transit District General Manager, I had the responsibility to open an 18.3 mile light rail system in 1987. Looking back, the obstacles and issues our team faced were almost insurmountable. The original budget was considered extremely challenging with surmounting doubts as to project success, the original transit agency created to build the system was disbanded, and the project was heavily criticized all over the country. It was, and continues to this day, to be a successful and respected transit project, and I can say with certainty that Hill International's insight, professionalism, and extremely capable staff was a significant contribution." Dave Boggs, Executive Director, Valley Metro Rail, Inc., Phoenix, AZ February 2011

- **Fields at Talking Stick: AZ Diamondbacks and CO Rockies Spring Training Facility** in Scottsdale, AZ. The Salt River Pima-Maricopa Indian Community hired Hill to represent them on this new state-of-the-art fast-track Spring Training Facilities near Scottsdale valued at \$150 million. Hill provided pre-construction services, design reviews, constructability reviews, independent cost estimating, value engineering, scheduling services, quality controls oversight, claims services, and validating construction invoices, labor burden, insurance and bonding reimbursement requests. Hill was also retained by the Owner to identify the schedule's critical path and long-lead items to ensure the practicality of completion milestones, and the success in meeting occupancy deadlines. The project was completed on time for the grand opening of spring training February 2011. As a local illustration of cost estimating and cost controls, this project illustrates Hill's ability to provide an accurate cost estimate prior to drawings, while the facility is conceptual. The cost estimate that Hill's Phoenix team provided at concept, was later proven accurate within 1% of the design and construction team's final expected costs when the drawings were completed for pricing.
- **Northern Quest Casino Resort** was recently completed for the Kalispel Tribe of Indians in Washington. When Hill assumed management responsibilities of this \$215 million expansion, the parking structure was four months behind schedule, the design of the casino was three months behind, and design of the hotel had not yet started. Through the efforts of the project team, led by Hill, the new six-story parking structure and casino were opened on the original substantial completion date of New Year's Eve, December 31, 2009.
- **Shangi La Botanical Gardens** is located in Orange, Texas. From project inception through close-out, Hill managed the pre-design, design, construction, and commissioning work of this multi-faceted development. As the state of Texas' first LEED Platinum project, 50th ever in the world, this project consists of many components, including construction of several new buildings and development of the site itself, inclusive of hardscapes and landscape. Among the new buildings are a visitor's center, nature center, museum, offices, theater, three boat docks, two remote classroom structures, and a water treatment plant.

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- **Tucson Medical Center Strategic Capital Plan.** Hill was selected to provide project management services for Tucson Medical Center's Strategic Capital Plan 2010-2014. The project includes \$100 million in campus redevelopment projects that includes a Surgery Center, Orthopedic Hospital, Medical Office Building (MOB), the expansion of Pediatric/OB Unit and all associated facilities and infrastructure. Hill's services include providing cost estimates, design review, and constructability. In Hill's role as Project Manager, we are assisting the owner in managing the design team, construction team, and complete work to close-out.

Additional Hill Sports and Entertainment Facilities include:

- Abu Dhabi Sports Club, Abu Dhabi, UAE
- Atlantic City Ice Rink, Atlantic City, NJ
- Bayou Segnette Multi-Use Sports Facility, Westwego, LA
- Burlington County YMCA, Moorestown, NJ
- Citizens Bank Ballpark, Philadelphia, PA
- Dubai Sports City, Dubai, UAE
- East Hollywood Studios, Perth Amboy, NJ
- Garden State Speedway, Bricktown, NJ
- KS State Univ. Nichols Gym, Manhattan, KS
- Lincoln Financial Field, Philadelphia, PA
- Madinaty Four Seasons, Cairo, Egypt
- Madison Square Garden, New York, NY
- Marlboro Twp. Rec. Center, Marlboro, NJ
- Marriott Conv. Center Hotel, Philadelphia, PA
- Murfreesboro Rec. Center, Murfreesboro, TN
- Pennsylvania Convention Center, Philadelphia, PA
- Phu Quoc Island, Vietnam
- Rhodes Ranch Golf Course, Las Vegas, NV
- Riverside Resort Bowling Center, Las Vegas, NV
- Safeco Field, Seattle, WA
- Seattle Arena, Tacoma, WA
- Seven Hills Golf Course, Las Vegas, NV
- Stadium of Light, Sunderland, UK
- Turf Borrego Golf Course, Borrego Springs, CA
- United Spirit Arena, Lubbock, TX
- University of California Athletics Complex, San Diego, CA
- Western Connecticut State University Fine & Performing Arts Center, Danbury, CT

Design References

- Desert Discovery Center Preliminary Design | Scottsdale, Arizona
- Cactus Park Aquatic & Fitness Center | Scottsdale, Arizona
- Chaparral Municipal Complex | Scottsdale, Arizona
- Hangar One | Scottsdale, Arizona
- Harvard Investments (formerly Linthicum) Headquarters | Scottsdale, Arizona
- Hyatt Gainey Ranch | Scottsdale, Arizona
- Univision Television Studios | Phoenix, Arizona
- Arizona Biltmore Hotel & Convention Space | Phoenix, Arizona
- Gaylord Hotel & Convention Center Planning | Mesa, Arizona
- Hyatt Sedona | Sedona, Arizona
- Las Palomas Resort and Convention Center | Puerto Peñasco, Mexico
- Martis Camp Community Recreation Center | Truckee, California
- Montgomery Plaza | Fort Worth, Texas
- Talking Rock Community & Fitness Center | Prescott, Arizona
- Balam Resort Hotel & Conference Center Planning | Corozal District, Belize

Team Key Individuals

1. **Max Shoura, PE, PSP – Principal in Charge, Hill International.** Max is VP of the Phoenix Office, and responsible for all operations. He has a MS in Civil Engineering, BS in Civil Engineering, and a Certificate of Construction Engineering and Management. His registrations include Professional Engineer, Arizona, and Planning and Scheduling Professional. Max has more than 28 years of experience in engineering programs, construction management, and project engineering. His proficiency is in large-scale construction program in the areas of contracting, planning, scheduling, cost control systems, negotiation, contracts, project finance, communication, presentation, organizational development, and productivity improvement programs. His projects have included aviation and airport engineering programs; transportation; municipal and state agencies and public works. In the private sector, his experience includes commercial and industrial facilities, as well as international and resort developments. Mr. Shoura has acted as the lead in operations totaling close to \$2 billion worth in developments of multi-disciplinary work in engineering, construction, project management, construction-management-at-risk, design-build programs, and other client-side professional services. Mr. Shoura has served at a senior level as program manager, construction operations manager, engineering manager, project manager and has led operations in a wide range of developments, ranging in individual size and cost from \$1 million to \$250 million. His program management expertise includes providing leadership in program set-up and project team organization, managing consultants and contractors, initiating contracts, managing project operations and finances, representing clients and ensuring owner satisfaction, overseeing technical and critical issues, managing quality assurance and quality control, public relations and special concerns, and in dispute prevention and claims resolution.

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2. **James Oswell – Cost Estimating/Cost Controls, Hill International.** Jim provides over 40 years of professional experience in construction cost. He is an industry expert in cost estimating, budget analysis, and cost forecasting. Jim's unique approach to integrating cost and schedule data enhances the project management, value engineering, and project efficiencies. His expertise covers claims avoidance, constructability reviews, claims review and resolution, and change order request analysis and reconciliation for a wide range of projects including education, general building, government, hospitals, and heavy civil construction projects. In addition to cost services he specializes in escalation forecasting services for large construction programs, including services to notable clients such as US Army Corps of Engineers, Naval Facilities Engineering Command (NAVFAC), and the Office of the Capitol Architect in Washington, DC. Jim has extensive experience in the development and reconciliation of design phase estimates, for design-build, design-bid-build, and CM at Risk GMPs. His established standards for contractor, designer-provided, and third-party estimates have reduced budget risk and improved project delivery on every project where these simple rules were adopted. Mr. Oswell is skilled at developing and maintaining current cost databases indexed to specific geographical areas, as well as working with industry cost databases. In addition to his experience supervising the review of contractor progress schedules and pay applications, Jim specializes in US Cost Success™ estimating, Primavera, Microsoft Project, Excel, and Visual Basic for Applications. Jim provided cost estimating for both the SRP-MIC Spring Training facility adjacent to Scottsdale, the new Cubs Spring Training facility in Mesa, the Oceanside and Downey, California Civic Centers, several projects at Universal and Paramount Studios, the City of Los Angeles's Museum of Contemporary Art, the L.A. County Museum of Art, Torrance City Hall, several hotel and motels, Lyric Opera House, and hundreds more. Jim resides in Scottsdale.
 3. **Michael D'Andrea – Project Manager, Hill International.** Michael received his degree in Architecture at the University of Arizona. During his several years of design with a Orcutt Winslow Architects, he became one of the first in the Phoenix area to teach BIM 3-D modeling during its very early adoption. After transitioning into Project Management, he successfully managed several Scottsdale projects including the Artesia Resort and Condominiums, and Optima Camelview, a mixed-use project including condominiums, retail and commercial space with underground parking and community areas. Michael is an ACI Certified Construction Inspector (CCI & CCPM designations) and certified with the Association of Construction Inspectors. He has served in a volunteer capacity for the City of Scottsdale 2003 – present (eight years). Michael resides in Scottsdale.
 4. **Vernon Swaback – Managing Partner, Swaback Partners.** Vernon opened Swaback Partners in 1978 after 22 years with the Scottsdale based Frank Lloyd Wright Organization, where he was responsible for many of the major architectural projects Scottsdale is famous for. Vernon's architectural experience includes the eleven story Talley Plaza, the six-story Anchor Center Phase One, L'Aiglon Courts, Mountain View Corporate Center, the Troon North, Ancala, and Paradise Valley Country Clubs, his firm's own Studio headquarters, the Citadel at Pinnacle Peak, the Smithsonian's Fred Lawrence Whipple Observatory Visitors Center and Base Camp, expansion and restoration of both the Desert Botanical Garden and Arizona Biltmore Hotel and the newly opened Philip Curtis/Ullman Center at the Phoenix Art Museum. Vernon is responsible for the Desert Discovery Center Preliminary Design. His work has been widely published, including articles in House and Garden, the AIA Journal, Metropolis, Interni, Archi-

Tech, Luxury Living, Wallpaper, Good Housekeeping, the Wall Street Journal, Arizona Foothills, Estates West, Scottsdale Life, Arizona Highways, Phoenix Home and Garden, Southwest Profiles, Professional Builder, L'architettura, and other similar publications. Vernon's writings include "Desert Excellence - A Guide to Natural Landscaping," "Production Dwellings" published by the Wisconsin Department of Natural Resources, and the award-winning "Designing the Future," published by Arizona State University. Vernon resides in North Scottsdale.

5. **Jeffrey Denak – Design Partner, Swaback Partners.** Jeff is a senior member of Swaback Partner's Planning Studio and is involved in all aspects of the land planning process including: initial site investigation, feasibility studies, master planning initiatives, entitlement jurisdictional processing and design guidelines for a wide range of developments and construction review and administration. The scale and depth of Jeff's projects are extensive. His current work effort includes large-scale land planning efforts in the size range of 50,000 acres. He is leading the planning and design for a number of new communities that range in size from 5,000 to 10,000 acres. More detailed current work includes the development of a 150-acre mixed-use new town center South of Phoenix, an urban design plan for downtown Tucson, and the design for a new mixed use entertainment district North of Las Vegas. Mr. Denzak holds a Master degree from the Harvard University Graduate School of Design where he focused his study on urban planning issues and initiatives. He is co-chairman of ULI Arizona's smart growth committee and has lectured at several ULI conferences on a range of development related topics. Jeff resides in North Scottsdale.